

EXHIBIT 54

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Page 1

1 UNITED STATES DISTRICT COURT

2 DISTRICT OF NEVADA

3 -----
4 ORACLE USA, INC., a Colorado)

5 corporation; ORACLE AMERICA,)

6 INC., a Delaware ion;)

7 and ORACLE INTERNATIONAL)

8 CORPORATION, a California)

9 corporation,)

10 Plaintiffs,)

11 vs.) Action No.

12 RIMINI STREET, INC., A NEVADA) 2:10-CV-00106-LRH-PAL

13 CORPORATION; SETH RAVIN, AN)

14 INDIVIDUAL,)

15 Defendants.)

16 -----

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19
20 Videotaped Deposition of GEORGE LESTER,

21 taken at 222 East Third Street, Charlotte,

22 North Carolina, commencing at 9:07 a.m.,

23 Friday, November 11, 2011, before Nancy J.

24 Martin, CSR No. 9504.

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<p>1 APPEARANCES OF COUNSEL:</p> <p>2</p> <p>3 FOR THE PLAINTIFF:</p> <p>4</p> <p>5 BINGHAM MCCUTCHEN, LLP</p> <p>6 BY: THOMAS S. HIXSON, ESQ.</p> <p>7 MANU PRADHAN, ESQ.</p> <p>8 Three Embarcadero Center</p> <p>9 San Francisco, California 94111</p> <p>10 (415) 393-2312</p> <p>11 thomas.hixson@bingham.com</p> <p>12 manu.pradhan@binghama.com</p> <p>13</p> <p>14 FOR THE DEFENDANT:</p> <p>15</p> <p>16 SHOOK, HARDY & BACON LLP</p> <p>17 BY: ROBERT RECKERS, ESQ.</p> <p>18 600 Travis Street</p> <p>19 Suite 1600</p> <p>20 Houston, Texas 77002</p> <p>21 (713) 227-8008</p> <p>22 rreckers@shb.com</p> <p>23</p> <p>24 ALSO PRESENT:</p> <p>25 JAMES DOWNEY, VIDEOGRAPHER</p> <p style="text-align: right;">Page 2</p>	<p>1 Bacon for the defendants</p> <p>2</p> <p>3 GEORGE LESTER,</p> <p>4 having been first duly sworn,</p> <p>5 was examined and testified as follows: 09:09:23</p> <p>6</p> <p>7 EXAMINATION</p> <p>8 BY MR. HIXSON:</p> <p>9 Q. Will you please state your name for the</p> <p>10 record. 09:09:25</p> <p>11 A George Lester</p> <p>12 Q. And you've had your deposition taken before;</p> <p>13 is that correct?</p> <p>14 A That is correct</p> <p>15 Q. In the TomorrowNow case? 09:09:30</p> <p>16 A That is correct</p> <p>17 Q. And you understand that today you are under</p> <p>18 an oath to tell the truth, and even though we're in a</p> <p>19 conference room, it's the same obligation to tell the</p> <p>20 truth that you would have as if you were testifying in 09:09:40</p> <p>21 a court of law?</p> <p>22 A I do</p> <p>23 Q. So that we have a record, I need you to give</p> <p>24 audible answers using words such as "yes" or "no"</p> <p>25 rather than nodding or saying, "uh-huh" or "huh-uh." 09:09:52</p> <p style="text-align: right;">Page 4</p>
<p>1 CHARLOTTE; NORTH CAROLINA; FRIDAY, NOVEMBER 11, 2011;</p> <p>2 9:07 A M</p> <p>3 THE VIDEOGRAPHER: Good morning We are on</p> <p>4 the record at 9:07 a m on November 11, 2011 This is</p> <p>5 the beginning of the videotaped deposition of George 09:07:34</p> <p>6 Lester My name is James Downey, here with our court</p> <p>7 reporter, Nancy Martin We are here from Veritext</p> <p>8 National Deposition and Litigation Services This</p> <p>9 deposition is being held at the Hilton Garden City</p> <p>10 Center in the City of Charlotte, North Carolina The 09:07:48</p> <p>11 caption of the case is Oracle USA, Incorporated,</p> <p>12 et al , v Rimini Street, Incorporated, et al Case</p> <p>13 No 2:10-CV-0106-LRH-PAL</p> <p>14 Please note that audio and video recording</p> <p>15 will take place unless all parties agree to go off the 09:08:08</p> <p>16 record Microphones are sensitive and may pick up</p> <p>17 whispers, private conversations, and cellular</p> <p>18 interference</p> <p>19 At this time, will counsel please identify</p> <p>20 themselves for the record, after which the court 09:08:19</p> <p>21 reporter will swear in the witness</p> <p>22 MR. HIXSON: Tom Hixson for plaintiffs</p> <p>23 MR. PRADHAN: Manu Pradhan for the</p> <p>24 plaintiffs</p> <p>25 MR. RECKERS: Rob Reckers; Shook, Hardy & 09:09:11</p> <p style="text-align: right;">Page 3</p>	<p>1 Do you understand that?</p> <p>2 A I do</p> <p>3 Q. From time to time, your attorney may make</p> <p>4 objections to certain of my questions, but unless he</p> <p>5 instructs you not to answer, you're still obligated to 09:10:01</p> <p>6 give your best answer. Do you understand that?</p> <p>7 A I do</p> <p>8 Q. After this deposition you will have the</p> <p>9 opportunity to make changes to the transcript, but I</p> <p>10 will have the opportunity to comment on any changes 09:10:13</p> <p>11 that you may make. Do you understand that?</p> <p>12 A I do</p> <p>13 Q. Is there any reason why you can't testify</p> <p>14 accurately today?</p> <p>15 A No 09:10:21</p> <p>16 Q. When did you begin working at Rimini Street?</p> <p>17 A It was either late October or early November</p> <p>18 of 2006</p> <p>19 Q. Where did you work before Rimini Street?</p> <p>20 A I worked at TomorrowNow 09:10:44</p> <p>21 Q. For how long?</p> <p>22 A I'm not exactly sure I think three years</p> <p>23 Q. So approximately 2003 to 2006; is that right?</p> <p>24 A I'm not sure I'm not sure</p> <p>25 Q. At least two years? 09:11:22</p> <p style="text-align: right;">Page 5</p>

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<p>1 A At least two years</p> <p>2 Q. In general terms, what was your</p> <p>3 responsibilities at TomorrowNow?</p> <p>4 A At TomorrowNow I was in charge of the</p> <p>5 environments, and I was in charge of the technical 09:11:34</p> <p>6 PSEs</p> <p>7 REPORTER MARTIN: "C"?</p> <p>8 THE WITNESS: PSE</p> <p>9 BY MR HIXSON:</p> <p>10 Q. And where did you work before TomorrowNow? 09:11:51</p> <p>11 A I worked at PeopleSoft</p> <p>12 Q. For how many years approximately?</p> <p>13 A Five years</p> <p>14 Q. Did you work by Seth Ravin at TomorrowNow?</p> <p>15 A I did not 09:12:00</p> <p>16 Q. Did you know him at TomorrowNow?</p> <p>17 A No</p> <p>18 Q. Are there any other people who are currently</p> <p>19 at Rimini Street who you worked with when you were at</p> <p>20 TomorrowNow? 09:12:12</p> <p>21 A Say that again</p> <p>22 Q. Are there any people who are currently</p> <p>23 working at Rimini Street who you worked with when you</p> <p>24 were at TomorrowNow?</p> <p>25 A Yes 09:12:22</p> <p style="text-align: right;">Page 6</p>	<p>1 A. July of 2010.</p> <p>2 Q. What was your title before then?</p> <p>3 A. It was group vice president of PeopleSoft,</p> <p>4 development documentation and IT.</p> <p>5 Q. For how long were you in that role? 09:14:34</p> <p>6 A. 11 months.</p> <p>7 Q. And prior to that role, what was your job</p> <p>8 title?</p> <p>9 A. Vice president of IT.</p> <p>10 Q. And did you have that title from when you 09:14:52</p> <p>11 started at Rimini Street until approximately August</p> <p>12 2009?</p> <p>13 A. That is -- that is correct. Actually, it</p> <p>14 was -- yes, August of 2009. Yes.</p> <p>15 Q. Did your responsibilities change when you 09:15:18</p> <p>16 moved from being the VP of IT to the group VP for</p> <p>17 PeopleSoft development documentation in IT?</p> <p>18 A. Yes.</p> <p>19 Q. And how did that change?</p> <p>20 A. I was tasked with an objective of increasing 09:15:30</p> <p>21 the quality of our updates.</p> <p>22 Q. Are you referring to PeopleSoft tax and</p> <p>23 regulatory updates?</p> <p>24 A. That is correct.</p> <p>25 Q. Were there any other changes in your 09:15:49</p> <p style="text-align: right;">Page 8</p>
<p>1 Q. Who are they?</p> <p>2 A. My wife, Beth Lester. Krista Williams. Doug</p> <p>3 Baron. I'm sure there's others. I'm just not</p> <p>4 recalling who they all are. I know Seth was there</p> <p>5 too, but I didn't really know Seth at TomorrowNow. 09:13:00</p> <p>6 Q. Did anyone recruit you to come work at Rimini</p> <p>7 Street?</p> <p>8 A. No.</p> <p>9 Q. How did you learn about Rimini Street?</p> <p>10 A. Seth came and visited my wife, and I inquired 09:13:12</p> <p>11 to Seth about opportunities at Rimini Street.</p> <p>12 Q. And did he describe for you what your role</p> <p>13 could be at Rimini Street?</p> <p>14 A. He did.</p> <p>15 Q. And what did he describe it to you as? 09:13:23</p> <p>16 A. Vice president of IT.</p> <p>17 Q. And in general terms, what did he describe</p> <p>18 that as being? Like what would your responsibilities</p> <p>19 be?</p> <p>20 A. The infrastructure of the company. The 09:13:37</p> <p>21 servers, the storage, the desktops and laptops that</p> <p>22 the company uses.</p> <p>23 Q. What is your job title now?</p> <p>24 A. Vice president of IT.</p> <p>25 Q. How long have you had that job title? 09:13:55</p> <p style="text-align: right;">Page 7</p>	<p>1 responsibilities?</p> <p>2 A. After that objective was met, I was tasked</p> <p>3 with proving out a staff augmentation model using</p> <p>4 offshore resources.</p> <p>5 Q. And where are those resources located? In 09:16:20</p> <p>6 what countries?</p> <p>7 A. India.</p> <p>8 Q. Any other changes to your job</p> <p>9 responsibilities?</p> <p>10 A. No. 09:16:29</p> <p>11 Q. And when you became the group vice president</p> <p>12 for IT in July of 2010, were there any changes in your</p> <p>13 responsibilities at that time?</p> <p>14 A. Yes. At that time, I was just focused solely</p> <p>15 on IT. 09:16:48</p> <p>16 Q. So was that a narrowing of your focus?</p> <p>17 A. Correct.</p> <p>18 Q. Did you recruit any former TomorrowNow</p> <p>19 employees to work at Rimini Street?</p> <p>20 A. No. 09:17:04</p> <p>21 Q. When you started at Rimini Street, who</p> <p>22 reported to you?</p> <p>23 A. Dan Slarve. I believe it was Dan Slarve.</p> <p>24 I'm not sure if Doug Baron reported to me or not at</p> <p>25 that time. 09:17:37</p> <p style="text-align: right;">Page 9</p>

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<p>1 client archives So our customer's intellectual 2 property is siloed, and IT is responsible for granting 3 and restricting access to that software</p> <p>4 Q. And do customer archives contain Oracle 5 software updates that were downloaded for particular 09:23:49 6 customers?</p> <p>7 A We refer to them as "client archives," and 8 they are specific to a customer, correct</p> <p>9 Q. With respect to whether environments are 10 being used appropriately or built appropriately, is 09:24:04 11 there a particular person who is in charge of IP 12 compliance issues related to that?</p> <p>13 A I believe that responsibility would be shared 14 by on-boarding and the product line managers</p> <p>15 Q. Do you have any responsibilities with respect 09:24:44 16 to whether the environments are being built or used 17 properly?</p> <p>18 A I don't have any direct control or management 19 over that process</p> <p>20 Q. Have you ever, during your time at Rimini 09:25:09 21 Street, had responsibility for seeing whether software 22 environments are being built or used properly?</p> <p>23 A Yes</p> <p>24 Q. When did you have that responsibility? 25 A The first 8 to 12 weeks when I was managing 09:25:23</p> <p style="text-align: right;">Page 14</p>	<p>1 Q. So there was a time for 8 to 12 weeks when 2 you -- in late '06 and early '07 when you managed the 3 environments team, and then after that, Krista 4 Williams managed that team; is that correct?</p> <p>5 A Correct 09:27:17</p> <p>6 Q. And so for the time period when Krista 7 Williams was managing the environment development 8 team, as between yourself and her, who would generally 9 be more familiar with the details of exactly how 10 environments were being built or created or used? 09:27:37</p> <p>11 A Say that again, please</p> <p>12 Q. Turning to the time period after Krista 13 Williams took over responsibility for managing the 14 environment team, as between yourself and her, who 15 would have, in general, a greater understanding of how 09:27:59 16 the environments were being built or created or used?</p> <p>17 MR RECKERS: Let me object Calls for 18 speculation</p> <p>19 You can answer</p> <p>20 THE WITNESS: Yeah I'm not sure I really -- 09:28:22 21 say that again one last time</p> <p>22 MR HIXSON: Let me phrase it differently</p> <p>23 Q. After Krista Williams took over managing the 24 environment development team, you continued to have 25 some knowledge and understanding about how 09:28:35</p> <p style="text-align: right;">Page 16</p>
<p>1 the environments.</p> <p>2 Q. So is it your testimony that after early 3 2007, it was no longer your responsibility to 4 determine whether software environments were being 5 built or used properly? 09:25:45</p> <p>6 A I believe it was Krista Williams that was the 7 environments manager at that point, and that 8 responsibility would go to her.</p> <p>9 Q. And it would not go to you; correct? 10 A. Correct. 09:25:56</p> <p>11 Q. And did that remain her responsibility 12 through the present time?</p> <p>13 A. No.</p> <p>14 Q. Whose responsibility is it now? 15 A. Now I believe it's Ed Berde. 09:26:25</p> <p>16 Q. And when did the responsibilities shift from 17 Williams to -- Berde, is it?</p> <p>18 A. I don't know. It is Berde. I don't know if 19 it was when he first came on or -- I believe after 20 John Royce left it was -- Ed Berde was given that 09:26:41 21 responsibility.</p> <p>22 Q. Can you put a year on that? 23 A. I can't recall.</p> <p>24 Q. Do you know if it was before or after 2010? 25 A. I can't recall. 09:26:58</p> <p style="text-align: right;">Page 15</p>	<p>1 environments were being built; is that correct?</p> <p>2 A I believe I did up until she reported to 3 Dennis Chiu, which was I think somewhere in mid 2007</p> <p>4 Q. And after mid 2007, did you continue to have 5 an understanding about how environments were being 09:29:00 6 built or created?</p> <p>7 A Very little Very little involvement</p> <p>8 Q. Would you agree that after mid 2007, Krista 9 Williams had a greater understanding than you did 10 about how environments were being built or created? 09:29:18</p> <p>11 A I would -- I would agree to that, yes 12</p> <p style="text-align: right;">Page 17</p>

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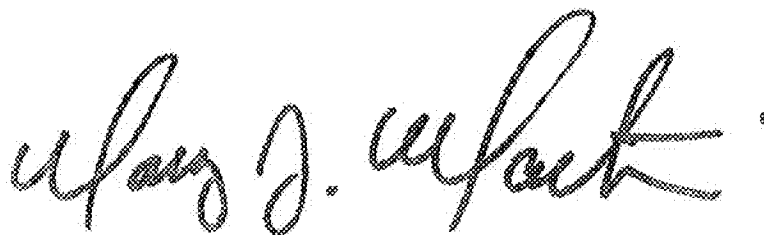
1 I, NANCY J. MARTIN, CSR No. 9504, do hereby
2 certify:

3 That the foregoing deposition testimony of GEORGE
4 LESTER was taken before me at the time and place
5 therein set forth, at which time the witness, in
6 accordance with CCP Section 2094, was placed under
7 oath and was sworn by me to tell the truth, the whole
8 truth, and nothing but the truth;

9 That the testimony of the witness and all
10 objections made by counsel at the time of the
11 examination were recorded stenographically by me, and
12 were thereafter transcribed under my direction and
13 supervision, and that the foregoing pages contain a
14 full, true and accurate record of all proceedings and
15 testimony to the best of my skill and ability.

16 I further certify that I am neither counsel for
17 any party to said action, nor am I related to any
18 party to said action, nor am I in any way interested
19 in the outcome thereof.

20 IN WITNESS WHEREOF, I have subscribed my name
21 this 16th day of November, 2011.

22
23 
24
25

NANCY J. MARTIN, CSR No. 9504

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